

Exhibit D

**Form of Safety and Nuclear Oversight Committee Charter¹
(Amends and Supersedes Exhibit C to the Plan Supplement filed May 22, 2020 [Docket No. 7503])**

¹ The draft form of Safety and Nuclear Oversight Committee Charter for PG&E Corp. and for the Utility are substantially the same and remain subject to the approval of the Board of Directors of PG&E Corp. and the Utility, as applicable.

PG&E Corporation Safety and Nuclear Oversight Committee

RESOLUTION OF THE
BOARD OF DIRECTORS OF
PG&E CORPORATION

June [X], 2020

[Draft 6-8-20]

WHEREAS, in connection with the settlement resolving the consolidated shareholder derivative litigation seeking recovery on behalf of PG&E Corporation (the “Corporation”) and Pacific Gas and Electric Company (the “Utility”) (together, the “Companies” or “PG&E”) for alleged breaches of fiduciary duty by certain current and former officers and directors, the Companies agreed to implement certain corporate governance therapeutics, including therapeutics relating to establishment of safety oversight committees of the Companies’ respective Boards of Directors; and

WHEREAS, in testimony and briefing submitted in connection with the California Public Utilities Commission’s (“CPUC”) Order Instituting Investigation regarding the Utility’s proposed Plan of Reorganization (“POR”) filed pursuant to Chapter 11 of title 11 of the United States Code (“Chapter 11”), the Corporation stated its intent to implement certain governance matters, including certain matters relating to this Committee; and

WHEREAS, in Decision 20-05-053, the CPUC required, as a condition of its approval of the POR, that PG&E implement its proposal to create the positions of Chief Risk Officer and Chief Safety Officer reporting to the Safety and Nuclear Oversight Committee

NOW, THEREFORE, BE IT RESOLVED that, the Board reaffirms the establishment of the Safety and Nuclear Oversight Committee, to consist of at least three directors, one of whom shall be appointed as the Committee’s chair; and

BE IT FURTHER RESOLVED that all members of the Safety and Nuclear Oversight Committee shall satisfy independence and qualification criteria established by this Board of Directors (as set forth in this corporation’s Corporate Governance Guidelines), shall be “independent” as defined by standards established by any stock exchange on which securities of

this corporation or the Utility are traded, and shall satisfy one or more of the following safety expertise criteria:

1. Specific substantial expertise related to wildfire safety, wildfire prevention, and/or wildfire mitigation;
2. Specific substantial expertise related to the safe operation of a natural gas distribution company;
3. Specific substantial expertise related to enterprise risk management, including cyber security, and/or experience with nuclear safety; and

BE IT FURTHER RESOLVED that the basic responsibility of the Safety and Nuclear Oversight Committee shall be to advise and assist this Board of Directors with respect to the oversight and review of (i) policies, practices, goals, issues, risks, and compliance relating to safety (including public and employee safety), and compliance issues related to PG&E's nuclear, generation, gas and electric transmission, and gas and electric distribution operations and facilities ("Operations and Facilities"), (ii) significant operational performance and other compliance issues related to such Operations and Facilities, and (iii) risk management policies and practices related to such Operations and Facilities. This role is one of oversight and in no way alters management's authority, responsibility, or accountability. More specifically, with respect to such Operations and Facilities, the Committee shall, among other things:

1. Review significant policies and issues related to safety, operational performance, and compliance.
2. Review and provide oversight of the Utility's wildfire mitigation plan, other natural disaster mitigation activities, and related investments
3. Review and provide oversight of the Utility's Public Safety Power Shutoff ("PSPS") program and related investments, including:

(a) the Utility's commitment to narrow the scope of PSPS events, including through the deployment and utilization of sectionalizing devices, weather stations, and microgrids; and

- (b) the Utility's commitment to improve its execution of any necessary PSPS events, including by reinforcing the Utility's website and call centers, improving the quality and accessibility of outage maps, strengthening coordination with government agencies, promoting customer options, improving outreach to vulnerable customers, and improving the effectiveness of the Utility's Emergency Operations Center.
- 4. Review with management, including the Chief Risk Officer, the principal risks related to or arising out of PG&E's Operations and Facilities (including risks that are identified through PG&E's enterprise risk management program and that are selected in consultation with this Board of Directors and its committees, as applicable), and assess the effectiveness of PG&E's programs to manage or mitigate such risks, including with respect to:
 - (a) the safe and reliable operation of any nuclear facilities owned by PG&E;
 - (b) integrity management programs for PG&E's gas operations and facilities; and
 - (c) asset management programs for PG&E's electric operations and facilities.
- 5. Review and discuss how PG&E can continue to improve its safety practices and operational performance.
- 6. Review and discuss the results of PG&E's goals, programs, policies, and practices with respect to promoting a strong safety culture.
- 7. Review the impact of significant changes in law and regulations affecting safety and operational performance.
- 8. Advise this corporation's Compensation Committee on appropriate safety and operational goals to be included in PG&E's executive compensation programs and plans.
- 9. Oversee PG&E compliance with any safety and operational metrics developed and approved by the CPUC (the "Safety and Operational Metrics").

10. Meet at least six times per year. Such meetings shall include at least semiannual joint meetings with the Utility's Safety and Nuclear Oversight Committee, this corporation's Audit Committee, the Utility's Audit Committee, and the corporation's Compliance and Public Policy Committee to discuss PG&E's compliance program and any other topics agreed upon by those committees.
11. (a) Review the adequacy and direction of PG&E's corporate safety functions, including the appointment and replacement of any chief safety officer of this corporation (or any officer who is similarly given direct responsibility for overseeing enterprise-wide safety matters at the corporation) (the "Chief Safety Officer"), (b) review with the Chief Safety Officer the responsibilities, budget, and staffing of the corporation's safety function, (c) periodically review PG&E's corporate safety and health functions, goals, and objectives represented in PG&E's five-year planning process, and (d) periodically review reports provided to management by the Chief Safety Officer and any chief safety officer of the Utility (or any officer who has direct responsibility for overseeing safety matters at the Utility).
12. Serve as a channel of communication between the Chief Safety Officer and the Chief Risk Officer, on the one hand, and this Board of Directors, on the other hand.
13. Meet separately with the Chief Safety Officer, and also with the Chief Risk Officer, from time to time, at the discretion of the Chair of the Committee.
14. Report regularly (and at least semiannually) to this Board of Directors on deliberations and actions taken by the Committee, and issues considered and addressed as part of the Committee's oversight responsibilities, including, when appropriate, detailed recommendations based on the Committee's review of the Utility's expenditures, protocols, and procedures with respect to the Committee's oversight of the Utility's wildfire mitigation plan, PSPS program, and related investments, and the Utility's compliance with the Safety and Operational Metrics.
15. Track progress against the Utility's Wildfire Safety Improvement Plan, as approved by the CPUC, and reflecting the new terms of the Utility's probation imposed on April 3, 2019 (the "April 2019 Probation") regarding wildfire safety. The Committee is to report in writing to the Board of Directors of the Utility at least quarterly, and also present orally to the Board of Directors of the Utility at least quarterly, that company's progress

in meeting the terms of the approved Wildfire Safety Improvement Plan and the terms of the April 2019 Probation and, to the extent there are shortfalls, how the Utility will address the shortfalls.

16. Report periodically to the CPUC staff on the Committee's oversight responsibilities, including, when appropriate, detailed recommendations based on the Committee's review of the Utility's protocols, and procedures with respect to the Committee's oversight of the Utility's wildfire mitigation plan, PSPS program, and related investments, and the Utility's compliance with the Safety and Operational Metrics.
17. Review the Utility's responses to recommendations of the current Independent Safety Oversight Committee, and any additional or future Independent Safety Advisor or Independent Safety Monitor following termination of the current federal probation/monitorship.

BE IT FURTHER RESOLVED that the Committee shall approve the hiring of all executive officers of the Corporation prior to executive officer candidates being presented to the full Board of Directors for approval; and

BE IT FURTHER RESOLVED that the members of the Safety and Nuclear Oversight Committee shall periodically visit PG&E's nuclear and other operating facilities; and

BE IT FURTHER RESOLVED that the Chief Safety Officer shall provide reports to the Safety and Nuclear Oversight Committee, including (1) regular reports regarding the status of PG&E's policies, practices, standards, goals, issues, risks, and compliance relating to safety, (2) regular reports regarding activities relating to creation and instillation of safety culture at PG&E, (3) regular reports relating to establishment of and performance on safety metrics, including monthly reports regarding key performance metrics relating to workforce safety, (4) annual reports regarding the overall workforce safety plan; the processes, procedures, and budgets for achieving desired workforce safety metrics; and a plan for monitoring performance and enabling interim actions to modify the plan to improve safety performance as appropriate, and (5) reports on such other topics as may be requested by the Committee; and

BE IT FURTHER RESOLVED that the Chief Risk Officer shall provide reports to the Safety and Nuclear Oversight Committee, including (1) regular reports regarding the status of PG&E's policies, practices, standards, goals, issues, and compliance relating to risks associated with operations and the environment related to public safety, (2) regular reports

regarding activities relating to integration of risk management into business strategy, quantification of risk limits, and the development of plans to mitigate risks, (3) annual reports regarding the processes, procedures, and budgets for achieving desired risk mitigation, and (4) reports on such other topics as may be requested by the Committee; and

BE IT FURTHER RESOLVED that the Chief Risk Officer shall provide reports directly to the Committee regarding risk assessment and mitigation activities relating to Operations and Facilities; and

BE IT FURTHER RESOLVED that this corporation's Chief Ethics and Compliance Officer shall regularly provide reports to the Safety and Nuclear Oversight Committee regarding activities relating to establishment of and performance on compliance and ethics metrics related to PG&E's Operations and Facilities; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee also may request reports from any member of senior management of PG&E, that such reports shall be provided within a reasonable time of the request, and that any dispute or unreasonable delay with respect to such a request shall be documented in the Committee's minutes; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall be empowered to act independently of other committees of this Board of Directors and shall not be subject to direction or limitation by any other committee of this Board, subject to applicable legal restrictions and stock exchange standards; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall fix its own time and place of meetings and shall, by a majority vote of its members, and subject to the California Corporations Code and this corporation's Articles of Incorporation and Bylaws, prescribe its own rules of procedure; and

BE IT FURTHER RESOLVED that the Safety and Nuclear Oversight Committee shall have the right to retain or utilize, at this corporation's expense, the services of such firms or persons, including independent counsel, third-party safety and utility operations experts, or other advisors, as the Committee deems necessary or desirable to assist it in exercising its duties and responsibilities and to provide analysis and assist the Committee with its oversight obligations; and

BE IT FURTHER RESOLVED that the Committee shall have the right to request and receive from this Board of Directors reasonable resources to assist it in exercising its duties and responsibilities, and that such requests, and any failure to provide such requested resources, shall be documented and explained in the minutes of the Committee and this Board; and

BE IT FURTHER RESOLVED that, unless otherwise designated by the Committee, the Corporate Secretary of this corporation, or an Assistant Corporate Secretary, shall serve as secretary to the Safety and Nuclear Oversight Committee; and

BE IT FURTHER RESOLVED that the resolution on this subject adopted by the Board of Directors on April 29, 2020 is hereby superseded.